



Robert F. Hochwarth
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Law Department
100 North Charles Street
Baltimore, MD 21201

149881 A
AUG 29 1986 - 10 10 AM

INTERSTATE COMMERCE COMMISSION August 27, 1986

EXPRESS MAIL

Secretary
Interstate Commerce Commission
Constitution Avenue and 12th Street, N.W.
Washington, DC 20423

Attn.: Recordation Unit

Gentlemen:

Enclosed are six executed counterparts of a Supplemental Agreement dated as of August 20, 1986, among Gunderson, Inc., Intermodal Systems, Inc., and The Chesapeake and Ohio Railway Company.

This is a secondary document and constitutes a supplemental agreement amending that certain interim user agreement dated June 10, 1986, allowing the use of the equipment described below pending establishment of permanent financing, which agreement was recorded with the Commission on June 25, 1986 under Recordation No. 14988. The names and addresses of the parties are as follows:

Bailor:

Gunderson, Inc.
4350 N.W. Front Avenue
Portland, OR 97208

Bailee:

The Chesapeake and Ohio Railway Company
100 North Charles Street
Baltimore, MD 21201

Sub-Bailee:

Intermodal Systems, Inc.
10 Parsonage Road
Edison, NJ 08830

The equipment covered by the above document consists of 28 five-unit articulated double-stacking railroad con-

Secretary
Interstate Commerce Commission:
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tainer cars to bear identification Nos. NYSW6813 - NYSW6840, inclusive; AAR mechanical description: FCA. The equipment will also be marked "Sea-Land" or "owned by The Chesapeake and Ohio Railway Company" or in some other appropriate manner and will also be marked "subject to a security agreement filed with the Interstate Commerce Commission."

Also enclosed is a draft in the amount of \$10.00 representing the required recordation fee.

Pursuant to the Commission's rules and regulations for recordation of certain documents under 49 U.S.C. §11303, you are hereby requested to file one of the enclosed counterparts for record in your office and return the remaining copies to me.

Very truly yours,



Robert F. Hochwarth

RFH:awc
(Enclosures)

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

8/29/86

Robert F. Hochwarth
Senior Gen. Atty.
CSX Transportation
100 N. Charles St.
Baltimore, MD. 21201

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/29/86 at 10:10am, and assigned re-
recording number(s). 14988-A & 15043

Sincerely yours,

Noreta R. McGee

Enclosure(s)

SE-30
(7/79)

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INTERSTATE COMMERCE COMMISSION

THIS SUPPLEMENTAL AGREEMENT, dated as of August 20, 1986, among GUNDERSON, INC., an Oregon corporation (Manufacturer), INTERMODAL SYSTEMS, INC., a Delaware Corporation (Intermodal), and THE CHESAPEAKE AND OHIO RAILWAY COMPANY, a Virginia corporation (C&O):

W I T N E S S E T H:

The parties hereto entered into an Agreement dated as of June 10, 1986, pursuant to which Manufacturer agreed to let Intermodal have temporary custody and possession of twenty-eight (28) five-unit articulated double-stacking railroad container cars (the Cars) more fully identified in said Agreement, with C&O acting as bailee of the Cars and Intermodal acting as sub-bailee of the Cars.

Under the terms of the Agreement, the Agreement expires on the earlier of September 10, 1986, or the date of establishment of certain financing arrangement(s).

The parties hereto hereby agree that the term of the Agreement is extended until the period ending on the earlier of November 20, 1986, or the date of establishment of financing arrangement(s) for the Cars.

Except as set forth herein, the terms of the Agreement shall remain otherwise in effect.

This Agreement shall be governed by and in accordance

with the laws of the State of Maryland.

Attest:
(CORPORATE SEAL)

THE CHESAPEAKE AND OHIO
RAILWAY COMPANY

By: *Esther J. Gandy*
Secretary

By: *A. B. Apton*
Treasurer

Attest:
(CORPORATE SEAL)

GUNDERSON, INC.

By: *R. W. Gilbert*
Asst. Secretary

By: *Stephen L. Ballo*
Assistant Vice President

Attest:
(CORPORATE SEAL)

INTERMODAL SYSTEMS, INC.

By: *David M. Ascher*
David M. Ascher
Secretary

By: *Robert S. Ingram*
Robert S. Ingram
President

STATE OF MARYLAND)
) SS:
CITY OF BALTIMORE)

On this 26th day of August, 1986, before me personally appeared A.B. Altomare, to me personally known who, being by me duly sworn, says that he is Treasurer of THE CHESAPEAKE AND OHIO RAILWAY COMPANY; that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation; that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledges that the execution of the foregoing instrument was the free act and deed of said Corporation.

(NOTARIAL SEAL)

Deborah M. McCauley
Notary Public

My Commission Expires: 7-1-90

STATE OF Oregon)
) SS:
COUNTY OF Multnomah)

On this 25th day of August, 1986, before me personally appeared Stephen L. Ballo, to me personally known who, being by me duly sworn, says that he is Assistant Vice President of GUNDERSON, INC.; that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation; that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

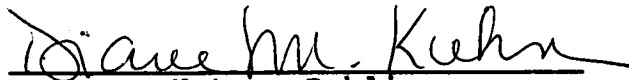
(NOTARIAL SEAL)

A. Constance Pexer
Notary Public

My Commission Expires: Feb. 28, 1987

STATE OF New Jersey)
) SS:
COUNTY OF Middlesex)

On this 18th day of August, 1986, before me personally appeared David M. Ascher, to me personally known who, being by me duly sworn, says that he is the Secretary of INTERMODAL SYSTEMS, INC.; that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation; that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation


Notary Public

(NOTARIAL SEAL)

My Commission Expires:

DIANE M. KUHN
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Nov. 6, 1990
Registered Middlesex County